

Registered number: 02686240

*Man Group Holdings Limited*  
**Annual Report and Financial Statements**  
**for the year ended 31 December 2021**

# *Man Group Holdings Limited*

## **Company Information**

Directors	L J Cottrell (resigned 19 May 2021) F A Davidson (appointed 19 May 2021) M R Grew M A Kasper C N Pyper
Company secretary	T I M Cruickshank (resigned 14 January 2022) R E Sharp (appointed 14 January 2022) E A Woods (resigned 14 January 2022)
Registered number	02686240
Registered office	Riverbank House 2 Swan Lane London EC4R 3AD
Independent auditor	Deloitte LLP 1 New Street Square London EC4A 3HQ

# *Man Group Holdings Limited*

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# *Man Group Holdings Limited*

## **Strategic Report**

### **For the year ended 31 December 2021**

The directors of Man Group Holdings Limited (the "Company") present their Strategic Report, together with the Directors' Report and the audited financial statements of the Company, for the year ended 31 December 2021.

#### **Principal activities and review of the business**

During the year there were no significant changes to the principal activities of the Company which consisted of those of an investment holding company.

The profit for the year, after taxation, amounted to \$29,128,000 (2020: \$16,816,000). As at 31 December 2021 the Company had net assets of \$180,650,000 (2020: \$151,522,000).

An overview of the strategy of Man Group plc and its subsidiaries (the "Group") is set out in the Group's 2021 Annual Report (which does not form part of this report) on pages 14 to 15 and in the Chief Executive's Review on pages 16 to 19. Consideration of the impact of COVID-19 on the Group and its subsidiaries is set out in the Risk Management section of the Group's 2021 Annual Report on page 31. As at the date of signing, no change is required to this assessment.

#### **Going concern**

After making reasonable enquiries the directors have concluded that there is a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, the financial statements have been prepared on a going concern basis, the going concern disclosure for the Group can be found on page 150 of the Group's 2021 Annual Report.

#### **Principal risks and uncertainties**

The directors consider the principal risks of the Company to be consistent with those identified at Group level and managed by the directors of Man Group plc. For this reason, the Company's directors believe that a discussion of the Company's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of Man Group plc, which include those of the Company, are discussed in the Group's 2021 Annual Report on pages 30 to 37 (which does not form part of this report).

Despite the ongoing volatility seen across financial markets as a result of the COVID-19 pandemic, including inflationary pressures and monetary and fiscal policies, the Company has continued to operate substantially as normal. Although COVID-19 has not had a significant or ongoing adverse impact on the Company to date, its impact on the Company's operating arrangements, including access to capital and liquidity, is subject to ongoing review by the Company's directors and senior management. This includes assessment of company-specific factors and of the Group's medium-term financial plan and capital and liquidity plan, which are built by aggregating the expected business performance across the Group and include rigorous downside scenario testing. The Group continues to have a strong cash and capital position, and its business typically has a good conversion of profits into cash flows, which helps protect the business in stressed scenarios. The directors consider that the Company is well placed to manage business and financial risks in the current economic environment and consider that the Company's longer-term success and sustainability will not be materially affected by the pandemic.

#### **Key performance indicators ("KPIs")**

The directors of the Company consider its operations to be consistent with those at Group level which are managed by the directors of Man Group plc. For this reason, the Company's directors believe that an analysis using KPIs for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of the Group's asset management business, which includes the Company, is discussed in the Chief Executive Officer's review on pages 16 to 19, the Key Performance Indicators section on pages 22 to 23 and the Chief Financial Officer's review on pages 24 to 29 of the Group's 2021 Annual Report (which does not form part of this report).

**Strategic Report (continued)**

**For the year ended 31 December 2021**

**Section 172(1) statement**

The Company is required under the Companies (Miscellaneous Reporting) Regulations 2018 to disclose how its directors have had regard to their duties under section 172(1) (a) to (f) of the Companies Act 2006 (“s.172”) during the year.

The directors confirm that during the year ended 31 December 2021, they have acted in a way that they consider, in good faith, to be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have had regard (amongst other matters) to the matters set out under s.172(1) including the Company’s applicable stakeholders.


The Company’s role within the Group is that of an investment holding company. The Company seeks to further the Group’s overall long-term strategy, while also adhering to the Group’s governance framework, and the directors consider that its stakeholders are largely consistent with those identified at the Group level which are discussed in detail within the Stakeholder Engagement section of the Group’s 2021 Annual Report on pages 78 to 85. The following key stakeholders are identified:

- regulators
- shareholders
- communities
- environment

The Group’s s.172 statement is integrated across the Governance report on pages 68 to 136 of the Group’s 2021 Annual Report.

As a result of the Company and the Group’s governance structures, the directors consider that the matters detailed in s.172 have been considered to an appropriate extent. The Company’s directors have considered their duties in decision-making for the Company, but also rely upon the consideration and engagement undertaken at Group level which is implemented by the directors in their management of the Company.

The directors of the Company did not approve any principal decisions during the financial year.

  
Michael Kasper Jun 8, 2022 13:31 GMT+1

M A Kasper  
Director  
Date: 8 June 2022

# *Man Group Holdings Limited*

## **Directors' Report**

### **For the year ended 31 December 2021**

#### **Results and dividends**

The profit for the year, after taxation, amounted to \$29,128,000 (2020: \$16,816,000). During the year the Company did not declare or pay any dividends (2020: \$NIL). The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2021 (2020: \$NIL).

#### **Directors**

The following individuals served as directors of the Company for the duration of the year and up to the date of approval of this report, except where indicated otherwise.

L J Cottrell (resigned 19 May 2021)  
F A Davidson (appointed 19 May 2021)  
M R Grew  
M A Kasper  
C N Pyper

#### **Qualifying third party indemnity provisions**

During the year the directors benefitted from a qualifying third-party indemnity provision and this remains in force at the date of this report. The indemnity is provided by the Company and covers, to the extent permitted by law, any third-party liabilities which directors may incur as a result of their service on the Board. It also extends to directors of other entities within the Man Group of companies.

#### **Future developments**

The directors do not expect any development in the Company's business in the current year to be significantly different from its present activities.

#### **Energy and Carbon Reporting**

The Company is exempt from preparing energy and carbon disclosures as set out in The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (the 'Regulations'), which apply for accounting periods commencing on or after 1 April 2020, in accordance with 20A(2) of Part 7A of the Regulations.

#### **Financial instruments**

The directors consider the financial risks of the Company to be consistent with those identified at Group level and managed by the directors of Man Group plc. For this reason, the Company's directors believe that a discussion of the Company's financial risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal financial risks of Man Group plc, which include those of the Company, are discussed in Note 16 of the Group's 2021 Annual Report on page 160 (which does not form part of this report).

#### **Auditor**

Deloitte LLP was reappointed as auditor of the Company and the Group for the year ended 31 December 2021. Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

# *Man Group Holdings Limited*

## **Directors' Report (Continued)**


### **For the year ended 31 December 2021**

#### **Disclosure of information to auditor**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware; and,
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This report was approved by the Board and signed on its behalf.

  
[Michael Kasper \(Jun 8, 2022 13:31 GMT+1\)](#)

M A Kasper  
Director  
Date: 8 June 2022

## *Man Group Holdings Limited*

### **Directors' Responsibilities Statement For the year ended 31 December 2021**

The directors are responsible for preparing the Directors' Report, Strategic Report and financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 "Reduced Disclosure Framework".

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The directors have general responsibility for taking reasonable steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



# *Man Group Holdings Limited*

## **Independent Auditor's Report to the Members of Man Group Holdings Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion the financial statements of Man Group Holdings Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Profit and Loss Account;
- the Balance Sheet;
- the Statement of Changes in Equity;
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## **Independent Auditor's Report to the Members of Man Group Holdings Limited**

### **Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area, and our specific procedures performed to address it are described below:

- Valuation of Impairment in subsidiaries, involves the selection and application of an appropriate valuation methodology and the use of assumptions which require significant management judgement and therefore there is potential for management bias. As such, valuation of Impairment in subsidiaries was considered to be a significant audit risk. To respond to this risk, we obtained an understanding of the relevant internal controls and evaluated the effectiveness of the design and implementation of these controls. We evaluated significant inputs to the valuations and agreed these to supporting documentation and challenged management around the material unobservable inputs and assumptions within the valuations.

## **Independent Auditor's Report to the Members of Man Group Holdings Limited**

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

### **Report on other legal and regulatory requirements**

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Peter van Daesdonk (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom  
8 June 2022

## *Man Group Holdings Limited*

### **Profit and Loss Account**

For the year ended 31 December 2021

	<b>Note</b>	<b>2021</b>	<b>2020</b>
		<b>\$000</b>	<b>\$000</b>
Administrative expenses		(16)	(20)
Other operating income/(expense)	4	1,310	(2,894)
Revaluation of contingent consideration	12	2,306	21,853
<b>Operating profit</b>		<hr/> 3,600	<hr/> 18,939
Income from shares in group undertakings	10	25,060	13,210
Amounts written off investments	10	-	(14,797)
Gain / (loss) on disposal of investment	10	326	(73)
Interest receivable and similar income	5	546	559
Interest payable and similar expenses	6	(411)	(1,980)
<b>Profit before tax</b>		<hr/> 29,121	<hr/> 15,858
Tax on profit	9	7	958
<b>Profit for the financial year attributable to owners of the Company</b>		<hr/> <hr/> 29,128	<hr/> <hr/> 16,816

All amounts relate to continuing operations.

There were no recognised gains and losses for the current and prior year other than those included in the Profit and Loss Account and hence a Statement of Comprehensive Income has not been prepared.

The notes on pages 12 to 23 form part of these financial statements.

## *Man Group Holdings Limited*


### **Balance Sheet**

As at 31 December 2021

Registered number: 02686240

	<b>Note</b>	<b>2021</b>	<b>2020</b>
		<b>\$000</b>	<b>\$000</b>
<b>Fixed assets</b>			
Investments	10	122,164	120,493
		<u>122,164</u>	<u>120,493</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	11	66,066	45,506
		<u>66,066</u>	<u>45,506</u>
Creditors: amounts falling due within one year	12	(7,580)	(12,500)
		<u>(7,580)</u>	<u>(12,500)</u>
<b>Net current assets</b>		58,486	33,006
<b>Total assets less current liabilities</b>		<u>180,650</u>	<u>153,499</u>
Creditors: amounts falling due after more than one year	13	-	(1,977)
		<u>-</u>	<u>(1,977)</u>
<b>Net assets</b>		<u>180,650</u>	<u>151,522</u>
<b>Capital and reserves</b>			
Called-up share capital	14	500	500
Profit and loss account		180,150	151,022
		<u>180,650</u>	<u>151,522</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf by:

  
Michael Kasper (Jun 8, 2022 13:31 GMT+1)

M A Kasper  
Director  
8 June 2022

The notes on pages 12 to 23 form part of these financial statements.

## *Man Group Holdings Limited*

### **Statement of Changes in Equity**

For the year ended 31 December 2021

	<b>Called-up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>(Note 14)</b>		
	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>
<b>At 1 January 2020</b>	500	134,206	134,706
<b>Comprehensive income for the year</b>			
Profit for the financial year	-	16,816	16,816
<b>Total comprehensive income for the year</b>	-	16,816	16,816
<b>At 31 December 2020</b>	500	151,022	151,522
<b>Comprehensive income for the year</b>			
Profit for the financial year	-	29,128	29,128
<b>Total comprehensive income for the year</b>	-	29,128	29,128
<b>At 31 December 2021</b>	500	180,150	180,650

The notes on pages 12 to 23 form part of these financial statements.

# ***Man Group Holdings Limited***

## **Notes to the Financial Statements**

For the year ended 31 December 2021

### **1. General information**

The Company is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The Company was first incorporated on 11 February 1992. The Company's registered office address is Riverbank House, 2 Swan Lane, London, EC4R 3AD.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 1.

### **2. Basis of Preparation of Financial Statements**

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### **2.1 Basis of preparation**

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, the Company has prepared the financial statements in line with FRS 101 (Financial Reporting Standard 101) as issued by the Financial Reporting Council and has, in doing so, applied the requirements of IFRS 1.6-33 and related appendices.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group accounts of Man Group plc.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements as it is a wholly owned subsidiary of Man Group plc. These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent undertaking, Man Group plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Man Group plc are prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom and are publicly available and may be obtained from the address given in Note 17.

The financial statements have been prepared on the historical cost basis as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

#### **2.2 Impact of new international reporting standards, amendments and interpretations**

The following amendments to IFRS Standards and Interpretations were effective for the first time in the year to 31 December 2021. Their adoption has not had a significant impact on these financial statements:

- Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16).

The following standards are relevant to the Company's operations and have been issued by the IASB but are not yet mandatory and have not been early adopted by the Company:

- Amendments to IAS 1 'Presentation of Financial Statements': classification of liabilities as current or non-current;

- Annual Improvements to IFRS Standards 2018-2020 Cycle: amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases and IAS 41 Agriculture;

# ***Man Group Holdings Limited***

## **Notes to the Financial Statements**

For the year ended 31 December 2021

### **2. Basis of preparation of financial statements (continued)**

#### **2.2 Impact of new international reporting standards, amendments and interpretations (continued)**

- Amendments to IAS 1 and IFRS Practice Statement 2: disclosure of accounting policies;
- Amendments to IAS 8 ‘Accounting Policies, Changes in Accounting Estimates and Errors’: definition of accounting estimates; and
- Amendments to IAS 12 ‘Income Taxes’: deferred tax related to assets and liabilities arising from a single transaction.

No standards or interpretations issued and not yet effective are expected to have an impact on the Company’s financial statements.

#### **2.3 Going concern**

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

#### **2.4 Investments**

Fixed asset investments, including investments in subsidiaries and associates, are shown at cost less provision for impairment.

#### **2.5 Taxation**

The tax expense for the period comprises current tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

#### **2.6 Dividend income**

Dividend income is recognised when the right to receive payment is established.

#### **2.7 Interest income/(expense)**

Interest income/(expense) is recognised using the effective interest rate method. In calculating interest income/(expense), the effective interest rate is applied to the gross carrying amount of the asset, when the asset is not impaired or to the amortised cost of the liability for interest expense. For financial assets that have been impaired after initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer impaired the interest income calculation reverts to the gross carrying amount.

#### **2.8 Other operating income/(expense)**

Other operating income/(expense) comprises foreign exchange gains/(losses) and is recognised as earned/incurred.



# ***Man Group Holdings Limited***

## **Notes to the Financial Statements**

For the year ended 31 December 2021

### **2. Basis of preparation of financial statements (continued)**

#### **2.9 Administrative expenses**

Administrative expenses comprise amounts incurred in the operations of the business and are recognised as incurred.

#### **2.10 Foreign currency**

The financial statements are presented in United States Dollars (USD), which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

#### **2.11 Financial instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

##### ***Financial assets and liabilities***

All financial assets and liabilities are recognised and derecognised on a trade date, being the date on which the Company commits to purchase or sell the asset or liability. Financial assets are derecognised only when the contractual rights to the cash flows from the asset have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. Any gain or loss arising on derecognition of a financial asset or liability is recognised directly in profit or loss.

Financial assets and liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities classified as fair value through profit and loss ("FVTPL"), which are initially measured at fair value. Transaction costs of financial assets and liabilities carried at FVTPL are expensed in profit or loss.

The Company's financial assets and liabilities are measured subsequently at amortised cost or at FVTPL depending on the classification of the financial assets and liabilities, with classification determined at the time of initial recognition.

##### ***Financial assets and liabilities at amortised cost***

Trade and other receivables and trade and other payables are subsequently measured at amortised cost using the effective interest method. Interest income and expense is recognised by applying the effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the instrument or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### ***Financial assets and liabilities at FVTPL***

Financial assets and liabilities at FVTPL are measured at fair value, with gains or losses arising on remeasurement recognised in profit or loss and presented within Other operating income in the Profit and Loss Account.

# ***Man Group Holdings Limited***

## **Notes to the Financial Statements**

For the year ended 31 December 2021

### **2. Basis of preparation of financial statements (continued)**

#### ***Valuation techniques and assumptions applied for the purposes of measuring fair value***

The fair values of financial assets and liabilities are determined as follows.

- The fair values of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.
- The fair values of other financial assets and liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.
- The fair values of derivative instruments are calculated using observable prices.

#### **Impairment of financial assets**

The Company recognises a loss allowance for expected credit losses (“ECL”) on its financial assets measured at amortised cost. Financial assets are written off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Any subsequent recoveries are recognised in profit or loss

#### **2.12 Derivative financial instruments**

At times the Company may enter into derivative financial instruments, including foreign exchange forward contracts, to manage its exposure to foreign exchange rate risk.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

#### **2.13 Contingent consideration**

When the consideration transferred by the Company in relation to an acquisition includes a contingent consideration arrangement, the contingent consideration payable is measured at its acquisition-date fair value and is included within Creditors on the Company’s Balance Sheet. The contingent consideration creditor is subsequently adjusted for earn-out payments and unwind of contingent consideration discount and is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements**

For the year ended 31 December 2021

#### **3. Judgements in applying accounting policies and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in Note 2 above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions, which are reviewed on an ongoing basis, are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The directors have also considered the possible impact of climate change on the estimates and assumptions used in the preparation of the Company's financial statements and have concluded there are no key assumptions concerning the future or other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

The following are the critical judgemental areas that the directors have made, which have the most significant effect on the amounts recognised in the financial statements.

#### ***Critical accounting estimates and assumptions***

##### **Impairment of investments in subsidiaries**

Determining whether the Company's investments in subsidiaries have been impaired requires estimations of the investments' values in use. The value in use calculations require the Company to estimate the future cash flows expected to arise from the investments and suitable discount rates in order to calculate present values.

#### **4. Other operating income/(expense)**

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
Other income	-	85
Net foreign exchange gains/(losses)	1,310	(2,979)
	<u>1,310</u>	<u>(2,894)</u>

## *Man Group Holdings Limited*

### **Notes to the Financial Statements** For the year ended 31 December 2021

#### **5. Interest receivable and similar income**

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
Interest receivable from group companies	546	559
	<u>546</u>	<u>559</u>

#### **6. Interest payable and similar expenses**

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
Interest payable to group companies	110	191
Unwind of contingent consideration discount	301	1,789
	<u>411</u>	<u>1,980</u>

#### **7. Auditor's remuneration**

The Company paid the following amounts to its auditor in respect of the audit of the financial statements of the Company:

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
Fees for the audit of the Company	20	20
	<u>20</u>	<u>20</u>

#### **8. Employees & Directors**

The Company had no employees during the current or prior year. The directors of the Company were all remunerated by another Group entity for their services to the Group as a whole. It is not practicable to allocate their remuneration between their services as directors of the Company and the remuneration received from employment. The directors receive no incremental emoluments for their services to the Company.

## *Man Group Holdings Limited*

### **Notes to the Financial Statements** For the year ended 31 December 2021

#### **9. Taxation**

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
<b>Corporation tax</b>		
Current tax on profits for the year	(7)	(958)
	<u>(7)</u>	<u>(958)</u>
<b>Total current tax</b>	<u>(7)</u>	<u>(958)</u>
<b>Taxation on profit</b>	<u>(7)</u>	<u>(958)</u>

#### **Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2020: lower than) the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
<b>Profit before tax</b>	29,121	15,858
	<u>5,533</u>	<u>3,013</u>
Profit multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	5,533	3,013
<b>Effects of:</b>		
Expenses not deductible	-	922
Income not taxable	(337)	(16)
Capital allowances in excess of depreciation	-	(1,026)
Dividends from UK companies	(4,761)	(2,510)
Contingent consideration	(380)	(4,152)
Gain from disposal of associates	(62)	-
Impairment of investments in subsidiaries	-	2,811
<b>Total tax credit for the year</b>	<u>(7)</u>	<u>(958)</u>

#### **Factors that may affect future tax charges**

In the Spring Budget 2021, the government announced that from 1 April 2023 the headline corporation tax rate will increase from 19% to 25% as enacted on 10 June 2021. As there is no deferred tax within the Company there is no immediate impact of this change in rate.

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements** For the year ended 31 December 2021

#### **10. Fixed Asset Investments**

	<b>Investments in subsidiary companies \$000</b>
<b>Cost or valuation</b>	
At 1 January 2021	789,132
Additions	1,671
At 31 December 2021	<u>790,803</u>
<b>Impairment</b>	
At 1 January 2021	668,639
At 31 December 2021	<u>668,639</u>
<b>Net book value</b>	
At 31 December 2021	<u>122,164</u>
At 31 December 2020	<u>120,493</u>

#### **Subsidiary undertakings**

Details of the Company's subsidiaries are provided below. The country of operation is the same as the country of incorporation, the year end is 31 December, and percentage holding represents both the percentage held and voting rights.

The investments in subsidiaries are all stated at cost less provision for impairment. In the current year, the Company did not impair any of its investments (2020: \$14,797,000).

During the year the Company realised a gain of \$326,000 on the sale of its associate Nephila Holdings Limited ('Nephila'). The sale of Nephila completed in 2018, with the gain recognised in the year relating to residual proceeds due.

The Company also increased its investment in GLG Partners Hong Kong Limited by \$1,671,000 during the year.

In the current year, the Company received dividends of \$7,795,000 from Man Investments (CH) AG, \$2,563,000 from Man Investments (Hong Kong) Limited and \$14,702,000 from Man Australia LP. The total dividend of \$25,060,000 is reflected as income from shares in group undertakings in the Profit and Loss Account.

In the prior year, the Company received dividends of \$10,500,000 from Man Investments (CH) AG, \$2,710,000 from Man Investments (Hong Kong) Limited. The total dividend of \$13,210,000 is reflected as income from shares in group undertakings in the Profit and Loss Account.

## Man Group Holdings Limited

### Notes to the Financial Statements For the year ended 31 December 2021

#### 10. Fixed Asset Investments (continued)

Company Name	Registered address	Direct or indirect	Country of incorporation	Class of shares	Percentage holding %
Aalto Invest Cayman Limited	PO Box MP10085, 3rd Floor Zephyr House, 122 Mary Street, George Town, Grand Cayman, KY1-1001	Indirect	Cayman	Ordinary	100
FRM Investment Management (USA) LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100
FRM Investment Management GP (USA) LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100
GLG LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
GLG Partners Hong Kong Limited	Unit 2206-2207, 22/F Man Yee Building, No. 68 Des Voeux Road, Central	Direct	Hong Kong	Ordinary	100
Man Australia GP Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Direct	UK	Ordinary	100
Man Australia LP	Level 28, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000	Direct	Australia	Partnership Interest	100
Man Global Private Markets (USA) Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Global Private Markets SLP LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100
Man Investment Management (Shanghai) Co., Ltd	Room 1857 Bund Centre, No. 222 Yan An East Road, Shanghai, 200002	Indirect	China	Ordinary	100
Man Investments AG	Huobstrasse 3, 8808 Pfäffikon SZ	Indirect	Switzerland	Ordinary	100
Man Investments (CH) AG	Huobstrasse 3, 8808 Pfäffikon SZ	Direct	Switzerland	Ordinary	100
Man Investments (Hong Kong) Limited	Unit 2206-2207, 22/F Man Yee Building, No.68 Des Voeux Road, Central	Direct	Hong Kong	Ordinary	100
Man Investments (Shanghai) Limited	Room 1818, Bund Centre, No. 222 Yan An East Road, Shanghai, 200002	Direct	China	Ordinary	100
Man Investments (USA) Corp.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Investments Australia Limited	Level 28, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000	Indirect	Australia	Ordinary	100
Man Investments Finance Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Investments Holdings (Netherlands) B.V (previously E.D.& F. Man Investments B.V)	Beurs – World Trade Center, Beursplein 37, 3011 AA, Rotterdam	Direct	Netherlands	Ordinary	100
Man Investments Inc.	15 North Mill Street, Nyack, NY 10960, United States	Indirect	US	Ordinary	100
Man Investments Holdings Inc	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Investments USA Holdings Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100

## *Man Group Holdings Limited*

### Notes to the Financial Statements For the year ended 31 December 2021

#### 10. Fixed Asset Investments (continued)

Company Name	Registered address	Direct or indirect	Country of incorporation	Class of shares	Percentage holding %
Man Principal Strategies Corp	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Solutions (USA) LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100
Net Zero Energy SFR GP Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Numeric Holdings LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100
Numeric Investors LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100
Numeric Midco LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100
RMF Co-Investment Limited	PO Box 309, Uglund House, South Church Street, George Town, Grand Cayman, KY1-1104	Indirect	Cayman	Ordinary	100
Silvermine Capital Management LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member Interest	100

#### Joint ventures

Company Name	Registered address	Direct or indirect	Country of incorporation	Economic interest %	Voting Rights %
CION Man Management, LLC	251 Little Falls Drive, Wilmington DE 19808	Indirect	US	50	19.9

#### 11. Debtors

	2021 \$000	2020 \$000
<b>Due within one year:</b>		
Amounts owed by group undertakings	66,059	44,548
Corporation tax	7	958
	<u>66,066</u>	<u>45,506</u>

Included within Amounts owed by group undertakings are derivatives held with other group undertakings of \$NIL (2020: \$9,000). Refer to Note 15 for further details.

No balances are overdue and, under the expected credit loss model of IFRS 9, no impairment loss has been recognised at 31 December 2021 (2020: \$NIL).



## *Man Group Holdings Limited*

### **Notes to the Financial Statements**

For the year ended 31 December 2021

#### **12. Creditors: Amounts falling due within one year**

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
Amounts owed to group undertakings	7,580	12,362
Contingent consideration	-	138
	<u>7,580</u>	<u>12,500</u>

Included within Amounts owed to group undertakings are derivatives held with other group undertakings of \$311,000 (2020: \$712,000). Refer to Note 15 for further details.

Contingent consideration payable relates to contingent amounts payable in respect of the Company's acquisition of Aalto Invest Holding AG ("Aalto") in 2017 and investment management agreements acquired from Sanlam UK Limited in 2018. During the year the fair value of the amounts payable in respect of the Aalto and Sanlam acquisitions decreased by \$2,306,000 to zero (2020: \$21,853,000) as a result of lower than expected actual and forecast growth of the Group's Global Private Markets business and the final settlement of Sanlam consideration during the year.

This has been partially offset by an uplift in the contingent consideration creditor due to unwind of contingent consideration discount of \$301,000 (2020: \$1,789,000), classified as interest payable in the Profit and Loss Account (Note 6), with other movements in the payable due to settlements and foreign exchange movements totalling \$110,000 (2020: \$376,000).

#### **13. Creditors: Amounts falling due after more than one year**

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
Contingent consideration (Note 12)	-	1,977
	<u>-</u>	<u>1,977</u>

#### **14. Share capital**

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
<b>Allotted, called-up and fully-paid</b>		
500,000 (2020: 500,000) ordinary shares of \$1 each	500	500

The Company also has in issue two deferred shares with a par value of £1.00 which have been fully paid.

The Company has two classes of ordinary shares which carry no right to fixed income.

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements** For the year ended 31 December 2021

#### **15. Financial Instruments**

Categories of financial instruments at fair value

	<b>2021</b>	<b>2020</b>
	<b>\$000</b>	<b>\$000</b>
<b>Financial assets at fair value</b>		
Fair value through Profit and Loss (FVTPL) – Derivative Instruments	-	9
	<hr/>	<hr/>
	-	9
<b>Financial liabilities at fair value</b>		
Fair value through Profit and Loss (FVTPL) – Derivative Instruments	311	712
Fair value through Profit and Loss (FVTPL) – Contingent Consideration	-	2,115
	<hr/>	<hr/>
	311	2,827
<b>Changes in value of financial instruments at fair value for the year</b>		
Credit to the Profit and Loss Account	(2,698)	(18,903)
	<hr/>	<hr/>
	(2,698)	(18,903)

#### **16. Related party transactions**

The Company has taken advantage of the exemption under the provisions of FRS 101 from disclosing transactions with other wholly-owned Group entities since the Company is a wholly-owned subsidiary of Man Group plc, the consolidated financial statements of which are publicly available. During the year and the preceding year there have been no transactions with related parties other than wholly-owned Group entities.

#### **17. Controlling party**

In the opinion of the directors, the Company's ultimate parent company and ultimate controlling party is Man Group plc, a company registered in Jersey. The immediate parent undertaking and controlling party is Man Worldwide Operations Management Limited, a company registered in Jersey.

The smallest and largest group of undertakings that prepares consolidated accounts of which the Company is a member is Man Group plc. The financial statements of the Company are available from the Company's registered office address.

The group financial statements of Man Group plc are available from 22 Grenville Street, St Helier, Jersey, JE4 8PX.